

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AARON RUBENSTEIN,

Plaintiff,

v.

No. 17-cv-821 (JPO)

ROFAM INV. LLC, JOHN R. BURCH,
PERCEVAL INVESTMENT PARTNERS, L.P.,
HEINZ WIEZOREK, CHARLOTTE WIEZOREK,
EVA WIEZOREK, GARY ATWELL and SUSAN
ATWELL (*as trustees for Susan L. Atwell
Revocable Trust*), LARRY SOUZA and SHARON
SOUZA (*as trustees for The Souza Family Trust*),
ROBERT RUBIN (*as trustee for Robert Rubin
Revocable Trust*), and JENNIFER COLL,
*individually and as trustee for Megan B. Coll
Grantor Trust and as trustee for Robert J. Coll, III
Grantor Trust*,

Defendants,

and

SEARS HOLDINGS CORP.,

Nominal Defendant.

AFFIDAVIT OF FERNANDO FONT

STATE OF FLORIDA)
); ss.:
MIAMI –DADE COUNTY)

Fernando M. Font, being duly sworn, deposes and says:

1. I am the Chief Administrative Officer of Defendant Fairholme Capital Management, LLC (“Fairholme”).
2. Fairholme is registered as an investment adviser under the Investment Advisers Act of 1940 and the regulations thereunder.
3. Fairholme provides investment management services through a pooled investment fund, registered investment companies, and via separately “managed accounts” that are not pooled with other fund clients. Fairholme has entered into Investment Management Agreements

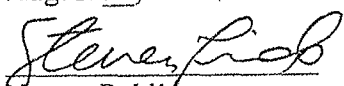
("IMAs") with each managed accounts, which governs the relationship between the account owner and Fairholme.

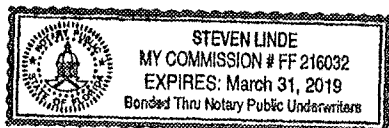
4. Attached to this affidavit as Exhibits A to L are the IMAs that were executed between Fairholme and the following current or former managed account owners, who are defendants herein:

- A. John R. Burch (dated January 18, 2011)
- B. Perceval Investment Partners, L.P. (dated January 10, 2011 and amended June 19, 2014)
- C. Heinz Wiezorek (dated November 2, 2010)
- D. Charlotte Wiezorek (dated November 2, 2010)
- E. Eva Wiezorek (dated November 4, 2010)
- F. The Souza Family Trust (dated December 30, 2010)
- G. ROFAM INV. LLC (dated March 15, 2011)
- H. Robert Rubin Revocable Trust (dated April 1, 2011)
- I. The Susan L. Atwell Revocable Trust (dated February 12, 2013)
- J. Robert J. Coll, Grantor Trust (dated May 15, 2011)
- K. Megan B. Coll Grantor Trust (dated May 15, 2011)
- L. Jennifer Coll (dated May 15, 2011)



Fernando M. Font

State of Florida
County of Miami Dade
The foregoing instrument was
Sworn to before me on
August 15, 2018,

Notary Public



Personally known ☒ or produced Identification N/A